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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 18, 2002

RECORDATION NO. 17912-I FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SEP 18 '02

11-03 AM

SURFACE TRANSPORTATION BOARD

Re: GATC Railcar Trust No. 92-1A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of the following secondary document, dated August 12, 2002, namely: Bill of Sale and Partial Release.

The enclosed document relates to the documents previously filed under Recordation Number 17912.

The names and addresses of the parties of the enclosed document are:

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: Bank One Trust Company, N.A.
100 East Broad Street, 8th Floor
Columbus, Ohio 43215

Mr. Vernon A. Williams
September 18, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

Railcar GATX 069308 is deleted from the Lease and Trust Indenture.

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

BILL OF SALE AND PARTIAL RELEASE



Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1A (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 069308 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Bank One Trust Company, NA, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: August 12, 2002

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 
Title: Senior Financial Services Officer

 17912-I 

SEP 18 '02

11:29 AM

SURFACE TRANSPORTATION BOARD

Bank One Trust Company, NA, as
Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1A (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 069308 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.


Bank One Trust Company, NA, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: August 12, 2002

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: _____
Title: _____

Bank One Trust Company, NA, as
Indenture Trustee

By:  _____
Title: VICE PRESIDENT

State of Delaware)
) SS:
County of New Castle)

On the 20 day of August, 2002, before me personally appeared Charlotte Paglia, to me known, who being by me duly sworn, say that (s)he is a ~~Senior Financial Services Officer~~ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My commission expires:
DEBORAH L. GEORGE
NOTARY PUBLIC-DELAWARE
My Commission Expires Nov. 21, 2003

State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2002, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of Bank One Trust Company, NA, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 2002, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 30th day of August, 2002, before me personally appeared STEVEN E. CHARLES, to me known, who being by me duly sworn, says that (s)he is a Vice President of Bank One Trust Company, NA, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sheila Sherree Reaves

Notary Public

[Notarial Seal]

My commission expires: 8/9/2005

